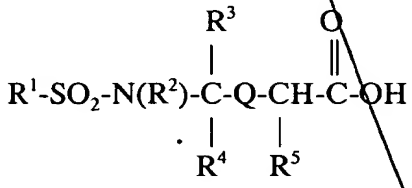
--1. (twice amended) A compound of formula I:



I

where

R^1 is selected from the group consisting of alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclic, substituted heterocylic, heteroaryl and substituted heteroaryl;

R^2 and R^3 together with the nitrogen atom bound to R^2 and the carbon atom bound to R^3 form a heterocyclic or a substituted heterocyclic group selected from the group consisting of thiazolidinyl, piperidinyl and pyrrolidinyl wherein said substituted heterocylcic group contains from 1 to 2 substituents selected from the group consisting of fluoro, methyl, hydroxyl, amino, phenyl, thiophenyl and thiobenzyl;

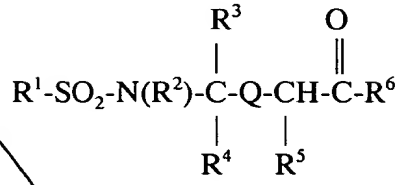
R^4 is selected from the group consisting of alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl;

R^5 is selected from the group consisting of isopropyl, $-CH_2X$ and $=CH-X$ where X is selected from the group consisting of hydrogen, hydroxyl, acylamino, alkyl, alkoxy, aryloxy, aryl, aryloxyaryl, carboxyl, carboxylalkyl, carboxyl-substituted alkyl, carboxyl-cycloalkyl, carboxyl-substituted cycloalkyl, carboxylaryl, carboxyl-substituted aryl, carboxylheteroaryl, carboxyl-substituted heteroaryl, carboxylheterocyclic, carboxyl-substituted heterocyclic, cycloalkyl, substituted alkyl, substituted alkoxy, substituted aryl, substituted aryloxy, substituted aryloxyaryl, substituted cycloalkyl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic with the proviso that when R^5 is $=CH-X$ then (H) is removed from the formula and X is not hydroxyl;

Q is $-C(X)NR^7-$ wherein R^7 is selected from the group consisting of hydrogen and alkyl; and X is selected from the group consisting of oxygen and sulfur;

or pharmaceutically acceptable salts thereof.

2. (twice amended) A compound of formula IA below:



IA

where

R^1 is selected from the group consisting of alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclic, substituted heterocylic, heteroaryl and substituted heteroaryl;

R^2 and R^3 together with the nitrogen atom bound to R^2 and the carbon atom bound to R^3 form a heterocyclic or a substituted heterocyclic group selected from the group consisting of thiazolidinyl, piperidinyl and pyrrolidinyl wherein said substituted heterocylcic group contains from 1 to 2 substituents selected from the group consisting of fluoro, methyl, hydroxyl, amino, phenyl, thiophenyl and thiobenzyl;

R^4 is selected from the group consisting of alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl;

R^5 is selected from the group consisting of isopropyl, $-CH_2X$ and $=CH-X$ where X is selected from the group consisting of hydrogen, hydroxyl, acylamino, alkyl, alkoxy, aryloxy, aryl, aryloxyaryl, carboxyl, carboxylalkyl, carboxyl-substituted alkyl, carboxyl-cycloalkyl, carboxyl-substituted cycloalkyl, carboxylaryl, carboxyl-substituted aryl, carboxylheteroaryl, carboxyl-substituted heteroaryl, carboxylheterocyclic, carboxyl-substituted heterocyclic, cycloalkyl, substituted alkyl, substituted alkoxy, substituted aryl, substituted aryloxy, substituted aryloxyaryl, substituted cycloalkyl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic with the proviso that when R^5 is $=CH-X$ then (H) is removed from the formula and X is not hydroxyl;

R^6 is selected from the group consisting of amino, alkoxy, substituted alkoxy, cycloalkoxy, substituted cycloalkoxy, -O-(N-succinimidyl), -NH-adamantyl, -O-cholest-5-en-3-β-yl, -NHOY where Y is hydrogen, alkyl, substituted alkyl, aryl, or substituted aryl,

$-NH(CH_2)_pCOOY$ where *p* is an integer of from 1 to 8 and Y is as defined above, $-OCH_2NR^9R^{10}$ where R^9 is selected from the group consisting of -C(O)-aryl and -C(O)-substituted aryl and R^{10} is selected from the group consisting of hydrogen and $-CH_2COOR^{11}$ where R^{11} is alkyl, and $-NHSO_2Z$ where Z is alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic or substituted heterocyclic;

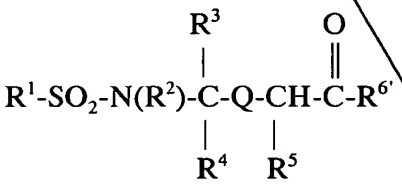
Q is $-C(X)NR^7-$ wherein R^7 is selected from the group consisting of hydrogen and alkyl; and X is selected from the group consisting of oxygen and sulfur;

or pharmaceutically acceptable salts thereof

with the proviso that

when R^1 is *p*-methylphenyl, R^2 and R^3 are joined together with the nitrogen atom pendent to R^2 and the carbon atom pendent to R^3 to form a pyrrolidinyl ring, R^4 is methyl, R^5 is *p*-hydroxybenzyl then R^6 is not *t*-butoxy.

16. (twice amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of the formula:



where

R^1 is selected from the group consisting of alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclic, substituted heterocylic, heteroaryl and substituted heteroaryl;

R^2 and R^3 together with the nitrogen atom bound to R^2 and the carbon atom bound to R^3 form a heterocyclic or a substituted heterocyclic group selected from the group consisting of thiazolidinyl, piperidinyl and pyrrolidinyl wherein said substituted

heterocylcic group contains from 1 to 2 substituents selected from the group consisting of fluoro, methyl, hydroxyl, amino, phenyl, thiophenyl and thiobenzyl;

R^4 is selected from the group consisting of alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl;

R^5 is selected from the group consisting of isopropyl, $-CH_2X$ and $=CH-X$ where X is selected from the group consisting of hydrogen, hydroxyl, acylamino, alkyl, alkoxy, aryloxy, aryl, aryloxyaryl, carboxyl, carboxylalkyl, carboxyl-substituted alkyl, carboxyl-cycloalkyl, carboxyl-substituted cycloalkyl, carboxylaryl, carboxyl-substituted aryl, carboxylheteroaryl, carboxyl-substituted heteroaryl, carboxylheterocyclic, carboxyl-substituted heterocyclic, cycloalkyl, substituted alkyl, substituted alkoxy, substituted aryl, substituted aryloxy, substituted aryloxyaryl, substituted cycloalkyl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic with the proviso that when R^5 is $=CH-X$ then (H) is removed from the formula and X is not hydroxyl;

$R^{6'}$ is selected from the group consisting of 2,4-dioxo-tetrahydrofuran-3-yl (3,4-enol), hydroxyl, amino, alkoxy, substituted alkoxy, cycloalkoxy, substituted cycloalkoxy, -O-(N-succinimidyl), -NH-adamantyl, -O-cholest-5-en-3-β-yl, -NHOY where Y is hydrogen, alkyl, substituted alkyl, aryl, or substituted aryl, $-NH(CH_2)_pCOOY$ where *p* is an integer of from 1 to 8 and Y is as defined above, $-OCH_2NR^9R^{10}$ where R^9 is selected from the group consisting of -C(O)-aryl and -C(O)-substituted aryl and R^{10} is selected from the group consisting of hydrogen and $-CH_2COOR^{11}$ where R^{11} is alkyl, and $-NHSO_2Z$ where Z is alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic or substituted heterocyclic;

Q is $-C(X)NR^7-$ wherein R^7 is selected from the group consisting of hydrogen and alkyl; and X is selected from the group consisting of oxygen and sulfur;

or pharmaceutically acceptable salts thereof

with the proviso that

when R^1 is *p*-methylphenyl, R^2 and R^3 are joined together with the nitrogen atom pendent to R^2 and the carbon atom pendent to R^3 to form a pyrrolidinyl ring, R^4 is methyl, R^5 is *p*-hydroxybenzyl then $R^{6'}$ is not *t*-butoxy.

B3

18. (twice amended) The method according to Claim 17 wherein said inflammatory disease is selected from the group consisting of asthma, Alzheimer's disease, atherosclerosis, AIDS dementia, diabetes, inflammatory bowel disease, multiple sclerosis, rheumatoid arthritis, tissue transplantation, tumor metastasis, meningitis, encephalitis, cerebral traumas, nephritis, retinitis, atopic dermatitis, psoriasis, myocardial ischemia and acute leukocyte-mediated lung injury which occurs in adult respiratory distress syndrome.--